



THE BANK OF CALIFORNIA

Head Office: 400 California Street · San Francisco, California · Mailing Address: P.O. Box 45000, 94145 · (415) 765-0400

September 17, 1979

Secretary
Interstate Commerce Commission
Washington DC 20423

RECORDATION NO. *9806-B* Filed 1425

SEP 20 1979 - 10 35 PM

INTERSTATE COMMERCE COMMISSION

253A031
Date **SEP 20 1979**

Fee \$ *10.00*

CC Washington, D. C.

Dear Sir:

Enclosed for filing and recording pursuant to Section 20c of the Interstate Commerce Act is the following document relating to the railroad equipment described and marked in accordance with Equipment Schedule No. A attached hereto:

Assignment dated as of September 14, 1979 between The Bank of California, N.A. (as Assignor) and Smith Barney, Harris Upham Co., Incorporated (as Assignee).

The names and addresses of the parties to the Assignment are as follows:

Assignor: The Bank of California, N.A.
Attn: Ms. Lela H. Barnes
P.O. Box 45000
San Francisco CA 94145

Assignee: Smith Barney, Harris Upham & Co., Incorporated
Attn: Mr. Peter Otto
1345 Avenue of the Americas
New York NY 10019

Also enclosed is our check payable to the order of the Interstate Commerce Commission in the amount of \$10.00. Please file and record the enclosed assignment.

Please return your letter confirming such filing and recording, together with your fee receipt and file-stamped copies of counterparts not required for filing, to:

Smith Barney, Harris Upham & Co., Incorporated
Attn: Mr. Peter Otto
1345 Avenue of the Americas
New York NY 10019

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THE BANK OF CALIFORNIA

National Association

- 2 -

I certify that the undersigned is an executive officer of the undersigned and have knowledge of the matters set forth herein:

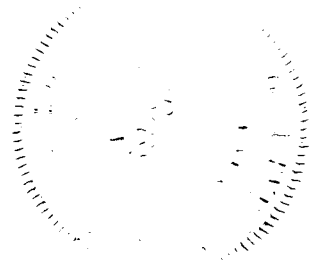
Yours truly,
THE BANK OF CALIFORNIA, N.A.

By

Title

James B. Hoskum
Senior Vice President

/dl
Enclosures



EQUIPMENT SCHEDULE No. A

A.A.R. Mech. Design	Description	Numbers	Dimensions			No. of Cars
			Length	Inside Width	Height	
LO	Covered Hoppers	11001- 11025	59'4"	10'4"	15'1"	25

ASSIGNMENT

SEP 20 1979 - 10 25 PM

September 14, 1979

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS, that The Bank of California, N.A., a national banking association having its principal place of business at 400 California Street, San Francisco, California 94145 ("Assignor"), for and in consideration of \$775,000., which represents \$775,000. of principal and no currently outstanding accrued interest, in hand paid, the premises and other good and valuable consideration paid to it by Smith Barney, Harris Upham & Co. Incorporated having its headquarter offices at 1345 Avenue of the Americas, New York, New York 10019 ("Assignee") the receipt of which is hereby acknowledged, does hereby assign to Assignee all of Assignor's rights, title and interest in, to and under:

1. That certain Loan and Security Agreement dated October 25, 1978, from Thomas B. Garber, as Borrower and debtor, and Assignor, as Lender and secured party. Such Loan and Security Agreement was recorded under Recordation No. 9806, on October 27, 1978, at 1:50 p.m;
2. That certain Promissory Note dated May 1, 1979 of Thomas B. Garber bearing interest at the rate of 13.25% per annum and payable to the order of Assignor in the original principal amount of \$775,517;
3. That certain Rail Car Lease and Service Contract dated as of May 10, 1978 between Thomas B. Garber, as Lessor, and Celanese Plastics Company, a division of Celanese Corporation, recorded under Recordation No. 9806 and 9806-A, on October 27, 1978 at 1:50 p.m.; and
4. Any and all amendments to any of the foregoing and all rights and causes of action arising under the foregoing.

Assignee hereby accepts the foregoing assignment. Assignor hereby agrees to execute such further documents and instruments as may be reasonably required by Assignee to vest in Assignee the rights assigned to it hereunder.

This instrument shall inure to the benefit of and be binding upon both Assignor and Assignee and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of September 14, 1979.

THE BANK OF CALIFORNIA, N.A.

SMITH BARNEY, HARRIS UPHAM
& CO., INCORPORATED

By Lela Harris Barnes

By John H. Smith

Title Assistant Vice President

Title Vice President

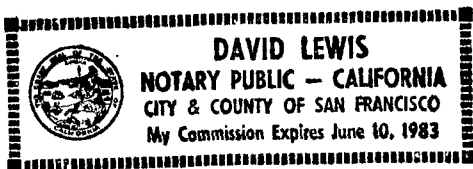


Seal

ACKNOWLEDGEMENTS

State of California)
) SS.
County of San Francisco)

On this 17 day of September, 1979, before me personally appeared LELA HOUPIS BARNES, to me personally known, who being by me duly sworn, says that ~~(he)~~ (she) is the ASSISTANT VICE PRESIDENT of The Bank of California, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association, that said instrument was signed and sealed on behalf of said association by the authority of its Board of Directors, and that ~~(he)~~ (she) acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



David Lewis
Notary Public

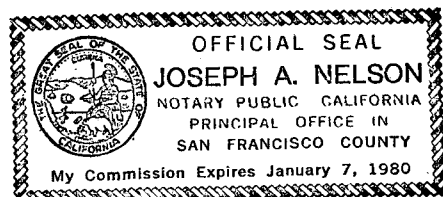
My commission expires: 6/10/83

State of California)
) SS.
County of San Francisco)

On this 17 day of September, 1979, before me personally appeared John L. Heath, to me personally known, who being by me duly sworn, says that ~~(he)~~ (she) is the Vice President of Smith Barney, Harris Upham & Co., Incorporated, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by the authority of its Board of Directors, and that ~~(he)~~ (she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joseph A. Nelson
Notary Public

My commission expires: 1/7/1980



Interstate Commerce Commission
Washington, D.C. 20423

9/24/79

OFFICE OF THE SECRETARY

Smith Barney, Harris Upham & Co., Incorp
Attn: Mr. Peter Otto
1345 Avenue of the Americas
New York, N.Y. 10019

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/20/79 at 10:35am, and assigned re-recording number(s). 9806-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)